



ACE EXPORTS LIMITED

20/157, PATKAPUR, KANPUR-208 001, UTTAR PRADESH

CIN: L19111UP1990PLC012053 # ISIN: INE781X0109

E-Mail id: aceexportsknp@gmail.com #Ph: +91 9453026677, www.ace-shoes.com

TO,

Metropolitan Stock Exchange of India Limited,

Vibgyor Tower, 4th floor, plot no. C 62, G-Block,

Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),

MUMBAI-400098.

DEAR SIR/ MADAM

SUB.; ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-18

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation,2015 we are submitting herewith the Annual Report of the Company for the Financial year 2017-18 approved and adopted by the members as per provision of the companies Act, 2013 and SEBI (LODR) Regulations 2015, at the 28th Annual General Meeting of the Company held on Friday, August 31st 2018 at 12:30pm at 20/157, Patkapur Kanpur-208001.

The above is also uploaded on the Company's Website viz , www.ace-shoes.com and the portal of the stock exchange, where the securities of the Company are listed.

Thanking You,

Yours faithfully,

For ACE EXPORTS LIMITED

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ROOFI WAKI

MANAGING DIRECTOR



ACE EXPORTS LIMITED

20/157, PATKAPUR, KANPUR-208 001, UTTAR PRADESH

CIN: L19111UP1990PLC012053 # ISIN: INE781X0109

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Declaration With Regards To Audition Financial Result

In compliance of SEBI (LODR) (Amendments) Regulation, 2016 this is to declare that with regard to the Annual Standalone Audited Financials Result of the Company for the Financial Year ended March 31,2018 adopted by the Board of Directors of the Company at their meeting held on May 30,2018 the Statutory Auditor Report , on the same is unmodified.

For and on behalf of the Board of Directors of

For AMIT MEHROTRA & ASSOCIATES

ACE EXPORT LIMITED

Chartered Accountant

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R.S ROOFI WAKI

M.A.W KHURRAM

MR. AMIT MEHROTRA

MANAGING DIRECTOR

Chairman of Audit

PROPRIETOR

DIN-00641653

Committee

FRN: 003597C

Mem no: 072704

ACE EXPORTS LIMITED

Corporate Identity Number (CIN)	L19111UP1990PLC012053
BOARD OF DIRECTORS Managing Director	RIAZ SAEED ROOFI WAKI (Appointed on 012/09/2000)
Non Executive Directors	MRS. SHABANA ROOFI (Appointed on 28/09/2001)
Independent Directors	MRS. NUZHAT RAMZI, MR. M.A.W. KHURRAM, MR. SHARIQ JAMAL
Company Secretary	Ms. DIVYA SRIVASTAVA
Audit Committee	MR. M.A.W. KHURRAM, MRS. NUZHAT RAMZI MRS SHABANA ROOFI
Nomination And Remuneration	MR. M.A.W. KHURRAM, MRS. NUZHAT RAMZI MRS SHABANA ROOFI
Share Transfer And Shareholder's Greivance Committee	MR. M.A.W. KHURRAM, MRS. NUZHAT RAMZI MR. RIAZ SAEED ROOFI WAKI
Statutory Auditors	M/s. AMIT MEHROTRA & ASSOCIATES CHARTERED ACCOUNTANTS
Secretarial Auditor	Mr. PUSHP RAJ SINGH (Practicing Company Secretary) 15/258, Civil Lines, Kanpur-208001 (U.P.)
Registrar and Share Transfer	Skyline Financial Services Pvt. Ltd. D-153 A 1st Floor Okhla Industrial Area Ph-1, New Delhi
Bankers	Punjab National Bank, Kanpur

NOTICE

NOTICE is hereby given that the 28TH Annual general Meeting of the Members of Ace Exports Limited will be held on Friday, 31ST August, 2018 at 12.30 P.M. at the Registered Office of the Company to transact the following businesses:-

ORDINARY BUSINESS:

- 01.To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2018 and the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
- 02.To re-appoint Mrs. NUZHAT RAMZI, who retires by rotation and has communicated her eligibility and willingness to be re- appointed as Director.
- 03.To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s AMIT MEHROTRA & ASSOCIATES Chartered Accountants, Kanpur be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the ensuing Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of directors and M/s AMIT MEHROTRA & ASSOCIATES, plus applicable taxes and reimbursement of out-of-pocket expenses.

DATE : 30-05-2018
PLACE: KANPUR

By Order of the Board
For ACE EXPORTS LIMITED

Registered Office:
20/157,
Patkapur,
Kanpur

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[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 15.
3. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during the business hours upto the date of the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday 22th August, 2018 to Friday 31st August, 2018** (both days inclusive).

Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its

Registrar and Transfer Agents, **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**. (hereinafter referred to as "RTA").

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company / RTA.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.
11. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
12. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

DATE : 30-05-2018
PLACE: KANPUR

By Order of the Board
For ACE EXPORTS LIMITED

Registered Office:
20/157,
Patkapur,
Kanpur

-sd-

[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall) (Annual General Meeting - 31ST August, 2018)

I/We hereby record my/ our presence at the **Annual General Meeting of “ ACE EXPORTS LIMITED”** held on, **31ST August, 2018** at 11:00 AM at registered office of the company.

Full Name of the member (in BLOCK LETTERS): _____

Folio No. _____,

DPID No. _____,

Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)

Additional Information of Directors seeking Re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(Annexure as referred to in the Note No. 23 on Notice and Item No. 2 of the Notice)

Name of Director	NUZHAT RAMZI
Director's Identification No. (DIN)	06552692
Date of Birth	23-11-1943
Date of First Appointment	07-11-2012
Educational Qualification	GRADUATE
Expertise in Specific Functional Areas	Service
Chairmanship/ Membership of Committees in this Company	A. Audit Committee (Member) B. Shareholder's / Investors Grievance Committee (Member) C. Remuneration Committee (Member)
Present Status of Directorship in this Company	Non-Executive Director
Chairmanship/ Membership of Committees in other Public Limited Companies	None
Shareholding as on 31 st March, 2018	NIL
Seeking Appointment/ Re-Appointment	Retire by Rotation and seeking Re-appointment
Rotational Status	Retire by Rotation

DATE : 30-05-2018

PLACE: KANPUR

Registered Office:
20/157,
Patkapur,
Kanpur

By Order of the Board
For ACE EXPORTS LIMITED

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[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

F O R M N O . M G T - 1 1

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	
No. of Equity Shares Held	

**Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting, **Friday the 31st day of August, 2018 at 11 A.M. at Registered Office of the company**, and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Ordinary Resolution to consider and adopt Balance Sheet and Statement of Profit & Loss, Cash Flow Statement together with Directors and Auditors Report for the Year ended March 31, 2018		
2.	Ordinary Resolution Seeking Approval for Re-Appointment of Director Mrs. NUZHAT RAMZI (DIN: 06552692), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution seeking approval for Re-Appoint of Statutory Auditors and fix their remuneration.		

Signed this day of 2018.

Affix Re.1
Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s):

Notes:

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.***
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. ****This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. **In** the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Statement Containing Information as required Under Section II(B)(iv) of Part II of Schedule V of The Companies Act, 2013 and Informing Part of the Notice of Annual General Meeting.

1. Nature of Industry:
TRADE AND COMMERCIAL ESTABLISHMENT.
2. **Date of expected date of Commencement of Business:**
The Company incorporate in 1990, is an existing company, financing activities already commenced.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**
Not Applicable
4. **Financial Performance based on given indicators:
(Amount in Rs.)**

Financial Year ended	31-03-2018	31-03-2017
Gross Revenue and other income	123167563.88	116720493.60
Profit Before Tax	1884915.29	947899.35
Profit After Tax	1884915.29	947899.35
Equity Share Capital	53928000.00	53928000.00
Reserve and Surplus (excluding revaluation reserve)	-16117037.20	-18001932.49
Net Worth	37810962.80	35926067.83

5. **Export Performance and net foreign exchange collaborations:**
Not Applicable
6. **Foreign Investments and Collaborations, If any:**
NIL

DATE : 30-05-2018

PLACE: KANPUR

Registered Office:
20/157,
Patkapur,
Kanpur

By Order of the Board
For ACE EXPORTS LIMITED

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[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

PAN of Company:- AABCA6096J

LIST OF DIRECTORS AS ON F/Y 2017-2018

S.N.	NAME/ ADDRESS	D.O.B.	APPOINTMENT	PAN
1.	RIAZ SAEED ROOFI WAKI (MANAGING DIRECTOR) R/O KASAN-E-SAEED, 20/134-A, PATKAPUR, KANPUR-208001 [U.P] DIN-00641653	04.12.1957	12.09.2000	AAIPW4329E
2.	SHABANA ROOFI (DIRECTOR) R/O KASAN-E-SAEED, 20/134-A, PATKAPUR, KANPUR-208001 [U.P.] DIN-00641686	17.06.1961	28.09.2001	ACLPR8089H
3.	ASHRAF WALI KHURRAM (DIRECTOR) R/O 20/137,20, CHATAI MOHAL, KANPUR-208001 [U.P] DIN-00646213	27.09.1962	05.10.2001	AFUPK4020K
4.	NUZHAT RAMZI (DIRECTOR) 20/136, 20, CHATAI MOHAL KANPUR, Uttar Pradesh DIN- 06552692	23.11.1943	07.11.2012	ANKPR1060L
5.	SHARIQ JAMAL (ADDITIONAL DIRECTOR) 20/136, 20, CHATAI MOHAL KANPUR, Uttar Pradesh DIN-07668886	20.06.1954	01.12.2016	ACKPJ5631L

DATE : 30-05-2018

PLACE: KANPUR

Registered Office:
20/157,
Patkapur,
Kanpur

By Order of the Board
For ACE EXPORTS LIMITED

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[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653

Director's Report

Dear Shareholders,

The Directors have the pleasure in presenting the Annual Report and Audited Accounts of the Company for the year ended on March 31, 2018.

FINANCIAL RESULTS:

The summarized standalone financial performance of the Company for the financial year ended March 31, 2018 as compared to previous year was as under::

PARTICULARS	Standalone (Amount in Rs.)	
	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operations	12,31,67,563.88	116720493.60
Other Income	19179.17	12576.72
Total Income	12,31,86,743.05	116733070.72
Profit before Interest, Depreciation, Prior Period Items and Tax (PBIDTA)	125203488.33	119740619.32
Less: Finance Costs	1494220.07	1509443.38
Less: Depreciation and Amortization	2401470.50	2446004.97
Profit before Exceptional/ Prior Period Items and Tax	1884945.29	947899.35
Less: Exceptional/ Prior Period Items (Net)	0.00	0.00
Profit Before Taxes (PBT)	1884945.29	947899.35
Less: Tax Expense (Net)	0.00	0.00
Profit for the year (PAT)	1884945.29	947899.35

FINANCIAL HIGHLIGHTS:

In the year under review, the turnover of the company has increased to Rs.123167563.88 in financial year 2017-18 as compared to Rs.116720493.60 in financial year 2016-2017 due to increase in sales of import License apart from sales of Leather Footwear. However, Operating Profit has increased by 3.27% due to decrease in Finance Cost.

The management continues to pursue its efforts to improve its operational efficiency by better Capacity Utilisation and diversification into High quality value added export quality footwear to improve its Turnover and Operating margin in current year. Outlook for current year will be better barring any unforeseen circumstances.

There is no change in nature of business of the Company during the Financial Year under review.

DIVIDEND

Your Directors regret their inability to recommend dividend in order to conserve resources for future growth.

TRANSFER TO RESERVES

During the year under review there is no transfer to the General Reserves (Statutory Reserve).

COMPANIES POLICY ON DIRECTORS APPOINTMENT AND REMUNEARTION:

The company has made its own selection process viz a viz for executive and non executive directors. Nomination and Remuneration Committee has checked out all the norms as provide in section 149 (6) of Companies Act, 2013 for selection and appointment of Independent Directors in company to ensure that the thoughts of such director are not biased at all. All the directors who have been appointed as independent director in company are well competent since they are working in the company for a very long period. The company follows proper mechanism for the remuneration paid to the directors as per the recommendation made by the Nomination and Remuneration committee after observing their comments.

COMMITTEES TO THE BOARD:

The Company has several Committees which have been established in Compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Nomination & Remuneration Committee
- Share transfer & Shareholder's Grievance Committee

The details with respect to the composition, powers, roles, terms of reference, policies etc. of relevant Committee are given in details in the 'Report on Corporate Governance' of the Company which forms part of the Annual Report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:

The company would like to inform that no material changes and commitments affecting the financial position of the company have occurred during the period from the end of financial Year till the date of this report.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS:

The Company has not granted any secured or unsecured loans from /to companies ,firms or other parties listed in the register maintained under section 189 of the act Companies Act, 2013 dealing with any loan, investments and /or guarantee.

LEGAL FRAMEWORK AND REPORTING STRUCTURE:

The Company would like to inform that a legal compliance tool has been installed vertically within the organization for monitoring and complying all laws applicable to the Company. This tool is being overseen and supervised by the office of the Chief Financial Officer. Further the Chief Financial Officer has also been cast the responsibility of providing a compliance certificate at every Board meeting including the key non-compliances during the quarter.

CSR ACTIVITIES:

CSR Activities are not applicable to the company. Since the Company does not meet the criteria as defined under section 135 of Companies Act, 2013 and the rules made thereunder.

DISCLOSURES:

(i) MEETINGS OF THE BOARD:

Six meetings of the Board of Directors were held during the year. For further details, please see report on corporate governance.

S. No.	Date of Board Meeting	Attendance of the Directors				
		R.S. Roofi Waki	M.A.W. Khurram	Nuzhat Ramzi	Shabana Roofi	Shariq Jamal
1	30-04-2017	√	√	√	√	x
2	14-08-2017	√	√	√	√	x
3	12-12-2017	√	√	√	√	√
4	31-03-2018	√	√	√	√	√

(ii) AUDIT COMMITTEE:

The Audit Committee consists of Mrs. Nuzhat Ramzi, M.A.W. Khurram, Mrs. Shabana Roofi all being Non Executive Directors. The broad terms of reference to the Audit Committee include, reviewing with management the quarterly and annual financial results/ statements, financial or risk management policies, adequacy of internal control systems and internal audit functions, overseeing of the Company's financial reporting process, recommending the appointment and removal of auditors etc.

S. No.	Date of Committee Meeting	Attendance of the Directors		
		M.A.W. Khurram	Nuzhat Ramzi	Shabana Roofi
1	30-04-2017	√	√	√
2	22-07-2017	√	√	√
3	30-10-2017	√	√	√
4	25-01-2018	√	x	√

(iii) SHARE TRANSFER AND SHAREHOLDER'S GREIVANCE COMMITTEE:

The Share transfer & Shareholder's Grievance Committee was constituted to specifically look into Share Transfers and redressal of investor's complaints relating to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. under the Chairmanship of Mr. M.A.W. Khurram who is independent, non-executive Director. The other members of the Committee are Mr. R.S. Roofi Waki, Managing Director and Mrs. Nuzhat Ramzi, Director of the company.

Compliance Officer: R.S. ROOFI WAKI

1.	No. of Complaints received from Investors from 01.04.16 to 31.03.17	ZERO
2.	No. of solved to the satisfaction of the Shareholders	ZERO
3.	No. of pending share transfers	NIL

During the financial year the SHARE TRANSFER AND SHAREHOLDER'S GREIVANCE COMMITTEE Met On:

S. No.	Date of Committee Meeting	Attendance of the Directors		
		M.A.W. Khurram	Nuzhat Ramzi	R.S. Roofi Waki
1	16-06-2017	√	√	√
2	09-08-2017	√	√	√
3	31-03-2018	√	√	√

(iii) NOMINATION AND REMUNERATION COMMITTEE

In compliance with section 178 of the Act and of the Listing Agreement the Board has constituted "Nomination and Remuneration Committee" which comprises Mrs. Nuzhat Ramzi, M.A.W. Khurram, Mrs. Shabana Roofi all being Non Executive Directors. During the year under review One meeting of the Committee has been held. The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

S. No.	Date of Committee Meeting	Attendance of the Directors		
		M.A.W. Khurram	Nuzhat Ramzi	Shabana Roofi
1	30-04-2017	√	√	√

(ii) ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM:-

The Company promotes ethical behavior in all its business activities and in line with the best practices for corporate governance. It has established a system through which directors & employees may report breach of code of conduct, unethical business practices, illegality, fraud, and corruption etc at work place without fear of reprisal. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle Blowers have been denied access to the Audit Committee of the Board. The details of the Whistle Blower Policy are explained in the Report on Corporate Governance and also available on the website of the company.

The company has established a whistle blower mechanism for the directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

During the Financial Year 2017-18 there was no complaint reported by any Director or employee of the company under this mechanism

(iv) EXTRACT OF ANNUAL RETURN:-

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return in MGT-9 as at March 31, 2018 to be set out in **Annexure-1** to the Director's Report.

AUDITORS & AUDITORS' REPORT:

(a) Statutory Auditors & Audit Report:

The auditors M/s AMIT MEHROTRA & ASSOCIATES., Chartered Accountants, Kanpur, who were appointed as Statutory Auditor for a period of one year under the provisions of Section 139 of the Companies Act, 2013 at the 27th Annual General Meeting and have completed and being eligible for re-appointment in terms of Section 139(2) of the Companies Act, 2013 have offered themselves.

Company has received consent and certificate of eligibility from M/s AMIT MEHROTRA & ASSOCIATES., in accordance with section 139, 141 and other applicable provisions of the Companies Act, 2013.

The Board recommends for approval of members, their appointment for a period of 1 (one) years from the conclusion of 28th AGM till the conclusion of next AGM.

The observations of the auditors are explained wherever necessary in appropriate notes to the accounts. Also, there is no adverse comment in the Auditor's Report.

(b) Secretarial Audit & Secretarial Audit Report:

Pursuant to Section 204 of the Companies Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s P.R.Singh & Co., Practicing Company Secretary as secretarial auditor for conducting Secretarial Audit for all applicable laws for the Financial Year 2017-2018. The Report of the Secretarial Audit Report is set out in **Annexure-2** to the Director's Report.

There was no observation made by the secretarial auditor in his report.

PARTICULARS OF TRANSACTION WITH RELATED PARTIES

Particulars of all contracts and arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2, is appended as **Annexure 3** to the Board's Report.

DECLARATION BY INDEPENDENT DIRECTORS

The company has received necessary declaration from each independent director under section 148 (7) of the Companies act, 2013, that he/she meets the criteria of independence laid down in Section 149 (6) of the Companies act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:-

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE:

In accordance with Regulation 15 of the SEBI(LODR), Regulations, 2015 the Corporate Governance provisions are not applicable to your Company as the Paid up Equity Share Capital of the Company is not exceeding Rs. 10 Crores and Net Worth of the Company is not exceeding Rs. 25 Crores as on the last day of previous financial year. Accordingly Corporate Governance Report, Certification from Practicing Company Secretary and Certification from CEO/CFO are not given in Annual Report.

EMPLOYEES REMUNERATION

- (i) In terms of the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration) Rules, 2013 as amended, the names and other particulars of the employees are not required to be set out in the Directors' Report as none of the employee is drawing the remuneration as prescribed under Rule 5(2)(i).

In terms of Section 136 of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Members who are interested in obtaining such particulars may write to the Chief Financial Officer of the Company at its Registered Office.

- (ii) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not required to be set out in the Director's Report as none of the Directors are drawing remuneration owing to the limited profits available in the company as detailed in.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required Under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 88 and Rule 8 (3) of Companies (Accounts) Rules, 14 and forming part of the report of the Directors. **(Annexure-4)**

Effect on Company of De-recognition of Regional Stock-Exchanges

As per the CIRCULAR CIR/MRD/DSA/05/2015 DATED April 17, 2015 issued by SEBI, the exclusively listed companies which failed to obtain listing in any other nationwide stock exchange cease to be a listed company and will be moved to the dissemination board by the existing stock exchange

For the above purpose SEBI allowed time line of eighteen months expiring 30th June, 2017, within which such companies were required to obtain listing upon compliance with the listing requirements of the nation-wide stock exchange failing which they will cease to be a listed company and will be moved to the dissemination board by the existing stock exchange and shall continue to remain in the Dissemination Boards of the nation-wide stock exchanges.

Company was listed on Uttar Pradesh Stock Exchange and Delhi Stock Exchange. But Both the said Exchanges were De-recognized by the SEBI and consequently being eligible to migrate to the main boards of nationwide stock exchanges, the Company has made Application for listing of its shares at Stock Exchange i.e. Metropolitan Stock Exchange of India Limited (MSEI) on 05-12-2016 and the approval of the same is awaited.

DIRECTORS:

Appointment of new directors

No director has been appointed during the financial year 2017-2018

Re-appointment of existing directors

In accordance with provisions of the Act and the Articles of Association of the Company, Mrs. Nuzhat Ramzi (DIN: 06552692) is liable to retire by rotation and is eligible for re-appointment. The disclosures required pursuant to SEBI Listing Regulations are given in the Notice of the AGM, forming part of the Annual Report. Resolution proposing his appointment is set-out in the notice calling ensuing AGM

ACKNOWLEDGMENTS:

The Directors would like to express their sincere appreciation for the cooperation and assistance received from the Authorities, Stock Exchanges, Associates, Bankers as well as our Shareholders at large during the year under review.

The Directors also wish to place on record their deep sense worker of appreciation for the commitment, abilities and hard work of all executives, officers and staff who enabled Company to consistently deliver satisfactory and rewarding performance even in the challenging economic conditions.

DATE : 30-05-2018

PLACE: KANPUR

**By Order of the Board
For ACE EXPORTS LIMITED**

**[R.S. ROOFI WAKI]
MANAGING DIRECTOR
DIN: 00641653**

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L19111UP1990PLC012053
Registration Date	05.07.1990
Name of the Company	ACE EXPORTS LIMITED
Category	Company Limited by shares
Sub-Category of the Company	Indian Non Government Company
Registered Office	20/157, PATKAPUR KANPUR-208001 UTTAR PRADESH
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	----

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the
1.	FOOTWEAR (SHOES)	64011090	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl.	NAME AND ADDRESS OF THE COMPANY	GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	of shares held	Applicable ion

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			% change in share holding during the year
	Demat	Physical	Total	% of Total Shares	% of Total Shares	Demat	Physical	
Promoters								
(1) Indian								
a) Individual/ HUF	2333200	0	2333200	43.26	43.26	2333200	0	0
b) Central Govt	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	2333200	-	2333200	43.26	43.26	2333200	-	0
(2) Foreign								
a) NRIs Individuals	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2333200	-	2333200	43.26	43.26	2333200	-	0

B. Public Shareholding								
(1.) Institutions								
a) Mutual Funds								
b) Banks / FI								
c) Central Govt								
d) State Govt(s)								
e) Venture Capital Funds								
f) Insurance Companies								
g) FIs								
h) Foreign Venture Capital Funds								
i) Others (specify)								
Sub-total (B)(1):-	0	0	0	0	0	0	0	0
(2.) Non- Institutions								
a) Bodies Corp.	0	0	0	0	0	0	0	0
i) Indian								
ii) Overseas								
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh								
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3059600	0	3059600	56.74	56.74	3059600	0	0
c) Others (specify)								
Sub-total (B)(2):-	3059600	0	3059600	56.74	56.74	3059600	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3059600	0	3059600	56.74	56.74	3059600	0	0
C. Shares held Indian for GDRs &	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5392800		5392800	100	100	5392800	0	0

(ii) *Shareholding of Promoters*

Sl.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holdin
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	R.S ROOFI WAKI	728000	13.499	0	728000	13.499	0	0
2	SHABANA ROOFI	692000	12.832	0	692000	12.832	0	0
3	M.NADEEM WAKI	404000	7.491	0	404000	7.491	0	0
4	M. ADNAN WAKI	404000	7.491	0	404000	7.491	0	0
5	SARAH WAKI	80200	1.487	0	80200	1.487	0	0
6	M.A.W	25000	0.463	0	25000	0.463	0	0
	Total	2333200	43.26	0	2333200	43.26	0	0

(iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2333200	43.26	2333200	43.26
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE			
	At the End of the year	2333200	43.26	2333200	43.26

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	23800	0.44	23800	0.44
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease(e.g. allotment/ transfer/bonus/ sweat equity etc).				
	At the End of the year (or on the date of separation, if separated during the	23800	0.44	23800	0.44

(v) Shareholding of Directors and Key Managerial Personnel:

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured	Deposits	Total
Indebtedness at the beginning of the financial year				
i) Principal Amount	15139030.57	1560000.00	0	16699030.57
ii) Interest due but not paid				
Total (i+ii+iii)	15139030.57	1560000.00	0	16699030.57
Change in Indebtedness during the financial year				
· Addition	5641344.00	0.00	0	5641344.00
· Reduction				
Net Change	5641344.00	0.00	0	5641344.00

Indebtedness at the end of the financial year				
i)Principal Amount	20780374.57	1560000.00	0	22340374.57
Total (i+ii+iii)	20780374.57	1560000.00	0	22340374.57

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole-time Directors and/or Manager:

S I	Particulars of Remuneration	Name of MD/WTD/ Manager				Total
		RIAZ SAEED	---	---	----	
		ROOEL WAKI				
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s	900000				900000
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit					
5.	Others, please specify					
	Total (A)	900000	0	0	0	900000
	Ceiling as per the Act					

B Remuneration to other directors:

SI	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
	Independent Directors - Fee for attending board committee meetings					

	Total (1)					
	Other Non-Executive Directors					
	- Fee for attending board committee meetings					
	- Commission					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl	Particulars of	Key Managerial Personnel			
		CEO	Company	CFO	Total
1.	Gross salary		DIVYA SRIVASTAVA		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		2,64,000 0		2,64,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0		0
	(c) Profits in lieu of salary under				
2.	Stock Option	0	0		0
3.	Sweat Equity		0		0
4.	Commission		0		0
	- as % of profit				
5.	Others, please specify		0		0
	Total		0		2,64,000

VII PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES:

TYPE	SECTION OF THE COMPANIES ACT	BRIEF DESCRIPTION	Details Of Penalty/ Punishment / Compounding Fees Imposed	Authority [RD/NCLT/COURT]	Appeals made, if any (give detail)
A. COMPANY					
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-

Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO
IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

FORM NO. AOC -2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the
Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details	Details
a)	Name (s) of the related party & nature of relationship	Mohd. Adnan Waki (Relative)	Mohd. Nadeem Waki (Relative)

b)	Nature of contracts/ arrangements/ transaction	Salary	Salary
c)	Duration of the contracts/arrangements/ transaction	Mutual Consent	Mutual Consent
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As above	As above
e)	Date of approval by the Board	N.A	N.A
f)	Amount paid as advances, if any	Nil	Nil

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

As required Under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 and Rule 8 (3) of Companies (Accounts) Rules, 2014 and forming part of the report of the Directors.

CONSERVATION OF ENERGY

- a. Company ensures that manufacturing operations are conducted in a manner whereby optimum utilization and maximum possible savings of energy is achieved.
- b. No specific investment has been made in reduction in energy consumption.
- c. The total energy consumption as per prescribed Form 'A' is as under:-

PART A:- POWER AND FUEL CONSUMPTION

Electricity:-

	For Year ended 31.03.2018	For Year ended 31.03.2017
Amount Paid for Electricity	2386254.97	2331323.00
Coal	0.00	0.00
Internal/ Other Generation System	0.00	0.00

TECHNOLOGY ABSORPTION

The Company has not absorbed or adopted any technology during the year.

RESEARCH & DEVELOPMENT

Research and Development on improving the production process, yield and quality is ongoing exercise, Expenditure on Research and Development and its benefit is not separately quantified at present, since it is continuous exercise merged in the manufacture and quality and quality control activity.

FOREIGN EXCHANGE EARNINGS / OUTGOES

- i) During the year under review the detail of Foreign exchange Earning/ outgoing are as under.

Value Foreign Earning and Outgoings (C.I.F. Basis)	31.03.2018	31.03.2017
Value of Import of Raw Material (INR)	11,94,716.00	6,69,784.00
Value of Export (INR)	47,04,797.36	9,79,478.28

SECRETARIAL AUDIT

REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ACE EXPORTS LIMITED.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACE EXPORTS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the ACE EXPORTS LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by RRM Shares & Securities Limited ("the Company") for the financial year ended on 31.03.2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (vi) RBI regulations and notifications as applicable on the company so introduced and amended from time to time.

I have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with DELHI STOCK EXCHANGE AND U.P. STOCK EXCHANGE ASSOCIATION LIMITED.
Effect on Company by De-recognition of Regional Stock-Exchanges

- (ii) As per the CIRCULAR CIR/MRD/DSA/05/2015 DATED April 17, 2015 issued by SEBI, the exclusively listed companies which failed to obtain listing in any other nationwide stock exchange will cease to be a listed company and will be moved to the dissemination board by the existing stock exchange

For the above purpose SEBI allowed time line of eighteen months expiring 30th June, 2017, within which such companies are required to obtain listing upon compliance with the listing requirements of the nation-wide stock exchange failing which they will cease to be a listed company and will be moved to the dissemination board by the existing stock exchange and shall continue to remain in the Dissemination Boards of the nation-wide stock exchanges.

Company was listed on Uttar Pradesh Stock Exchange and Delhi Stock Exchange. But Both the said Exchanges were De-recognized by the SEBI and consequently being eligible to migrate to the main boards of nationwide stock exchanges, the Company has made Application for listing of its shares at Stock Exchange i.e. Metropolitan Stock Exchange of India Limited (MSEI) on 05-12-2016 and the approval of the same is awaited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Date: 30.05.2018
& CO.**

**Place: Kanpur
Secretaries)**

P.R. SINGH

(Company

**(Pushp Raj Singh)
FCS Membership No. 4719
C P No.: 3792**

INDEPENDENT AUDITORS' REPORT

To,

The Members,

Ace Exports Limited

Report on the Financial Statements

We have audited the accompanying financial statements of ACE EXPORTS LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with the ethical requirements and plan and perform

the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or

error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (b) in the case of Statement of Profit & Loss, of the Profit of the Company for the year ended on that date; and
- (c) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of those books.

- (c) The Balance sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- (d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2018 and taken on records by the Board of Directors, none of the directors are disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act; and
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No.22.2 to the financial statements.
 - b. The Company did not have any long-term contracts including derivatives contracts for which there were any material losses.
 - c. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The Company was listed on U.P. Stock Exchange and Delhi Stock Exchange. But both the above exchanges were De recognised by SEBI. As per the Circular CIR/MRD/DSA/05/2015 Dated 17 APRIL, 2015, issued by SEBI, the company will be moved to the dissemination board by the existing stock exchange. The Company has made application to Metropolitan Stock Exchange of India (MSEI) on 05/12/2016, and the approval is awaited.

For AMIT MEHROTRA & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN 003597C

(Amit Mehrotra)

**Proprietor
M.No. 072704**

**Place: Kanpur
Date: 30.05.2018**

ANNEXURE TO THE INDEPENDENT AUDITORS'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) to the members of Ace Exports Limited on the financial statement for the year ended 31st March 2018.

- (i) In respect of its fixed assets:
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) According to the information and explanations given to us, these fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
 - (c) The disposal of fixed assets has been done in the normal course of business and it has not affected the going concern.
- (ii) In respect of Inventories:
 - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory. As far as we can ascertain and according to the information and the explanation given to us, the discrepancies noticed between the physical stocks and book stocks were not material and the same have been properly dealt with in the books of accounts.
- (iii) In respect of Loans & Advances:

As per the information and explanation given to us, the company has not granted any secured or unsecured loans from/to companies, firms or other parties listed in the register maintained under section 189 of the Act. Accordingly,(iii) (a) and (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls in these respects.

- (v) The Company has not accepted any deposits from the public as per the directives issued by the Reserve Bank of India under the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) As informed to us the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
- The Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales tax / Value Added Tax, Wealth Tax, Service tax, GST, Custom Duty, Cess and any other statutory dues with the appropriate authorities.
- According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income-tax, Wealth-tax, Service-tax, GST, Sales-tax / Value Added Tax, Custom duty and Cess as at 31st March, 2018, which were outstanding for a period of more than six months from the date they became payable.
- (viii) In our opinion, the accumulated losses of the company at the end of the financial year are less than fifty per cent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and also in the preceding year.
- (ix) As per information and explanations given by the management, in our opinion the Company has not defaulted in repayment of dues taken from financial institution or banks.
- (x) According to the information and explanation given to us, the company has given guarantee for loans taken by others from bank or financial institutions. We are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- (xi) The term loans obtained by the company have been applied for the purpose for which they were obtained.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company have been noticed or reported during the course of our audit.

For AMIT MEHROTRA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 003597C

(Amit Mehrotra)
Proprietor
M.No. 072704

Place: Kanpur
Date: 30.05.2018

**ACE EXPORTS LTD.
Balance Sheet**

Particulars		Notes Number	31/03/2018	31/03/2007
I. EQUITY AND LIABILITIES				
1.	Share Holders Fund			
	(a) Share Capital	1	5,39,28,000.00	5,39,28,000.00
	(b) Reserves & Surplus	2	-1,61,17,037.20	-1,80,01,982.49
	(c) Money received against share warrants			
2.	Share application money pending allotment			
3.	Non-Current Liabilities			
	(a) Long-term borrowings			
	(b) Deferred tax liabilities (Net)			
	(c) Other Long term liabilities	3	17,43,612.00	20,07,356.00
	(d) Long term provisions			
4.	Current Liabilities			
	(a) Short-term borrowings	4	2,05,96,762.57	1,46,91,674.57
	(b) Trade payables	5	1,19,47,137.29	67,06,574.92
	(c) Other current liabilities	6	24,679.00	5,68,255.44
	(d) Short-term provisions	7	37,64,478.56	36,72,794.00
TOTAL			7,58,87,632.22	6,35,72,672.44

II. ASSETS				
1.	Non- current Assets			
	(a) Fixed Assets			
	i. Tangible Assets	8	3,17,05,084.52	2,96,43,246.86
	ii. Intangible Assets			
	iii. Capital work in progress			
	iv. Intangible assets under development			
	(b) Non- current investments			
	(c) Deferred Tax assets (net)			
	(d) Long term loans and advances			
	(e) Other non-current assets			
2.	Current Assets			
	(a) Current Investments			
	(b) Inventories	9	3,04,13,477.00	2,60,35,251.00
	(c) Trade Receivables	10	94,24,449.81	24,29,282.00
	(d) Cash and cash equivalents	11	17,85,459.13	13,72,475.22
	(e) Short term loan and advances	12	25,59,161.76	40,92,417.36
	(f) Other current assets			
TOTAL			7,58,87,632.22	6,35,72,672.44

Significant Accounting policies:

Notes are the integral part of Financial Statements 1 - 34

As per our Audit Report of even date attached hereto.

For AMIT MEHROTRA & ASSOCIATES

Chartered Accountants

FRN003597C

(AMIT MEHROTRA)

Proprietor

M.No.72704

Place:Kanpur

Dated:30/05/2018

-sd-

(DIVYA SRIVASTAVA)

Company Secretary

For & on behalf of Board of Directors of

ACE EXPORTS LTD.

-sd-

(R.S.ROOFI WAKI)

Managing Director

-sd-

(M.A.W.KHURRAM)

Director

Statement of Profit and Loss for the Period Ended

PARTICULARS		Notes Number	As at 31/03/2018 (Rupees)	As at 31/03/2017 (Rupees)
I.	Revenue from operations	13	12,31,67,563.88	11,67,20,493.60
II.	Other Income	14	19,179.17	12,576.72
III.	Total Revenue (I +II)		12,31,86,743.05	11,67,33,070.32
IV.	Expenses			
	Cost of material consumed	15	8,17,89,091.06	7,71,96,509.54
	Purchase of Stock in Trade	16		
	Changes in inventories of finished goods, work in progress and Stock in Trade			
	Stock in Trade	17	-42,86,916.00	-53,38,600.00
	Employee benefit expense	18	77,01,629.76	76,78,009.32
	Finance Costs	19	14,94,220.07	15,09,443.38
	Depreciation and amortization expense	8	24,01,470.05	24,46,004.97
	Other Expenses	20	3,22,02,302.37	3,25,93,803.76
	Total Expenses		12,13,01,797.76	11,57,85,170.97
V.	Profit/(Loss) before exceptional and extraordinary items and tax(III-IV)		18,84,945.29	9,47,899.35
VI.	Exceptional Items		0.00	0.00
VII.	Profit/(Loss) before extraordinary items and tax (V- VI)		18,84,945.29	9,47,899.35
VIII.	Extraordinary Items		0.00	0.00
IX.	Profit before Tax (VII- VIII)		18,84,945.29	9,47,899.35
X.	Tax Expense: (a) Current Tax (b) Deferred Tax			
XI.	Profit (Loss)from the period from Continuing operations(IX-X)		18,84,945.29	9,47,899.35
XII.	Profit (Loss) from discontinuing operations		0.00	0.00
XIII.	Tax Expense of discounting operations		0.00	0.00
XIV.	Profit(loss) from discontinuing operations (XII-XIII)		0.00	0.00
XV.	Profit(loss) for the Period(XI+XIV)		18,84,945.29	9,47,899.35
XVI.	Earning per Share a. Basic b. Diluted		0.3495	0.1757

Significant Accounting policies:

Notes are the integral part of Financial Statements
As per our Audit Report of even date attached hereto.

For AMIT MEHROTRA & ASSOCIATES

Chartered Accountants

FRN003597C

-sd-

For & on behalf of Board of Directors of
ACE EXPORTS LTD.

-sd-

-sd-

(AMIT MEHROTRA)

Proprietor

M.No.72704

Place:Kanpur

Dated:30/05/2018

(DIVYA SRIVASTAVA)

Company Secretary

(R.S.ROOFI WAKI)

Managing Director

(M.A.W.KHURRAM)

Director

Notes to the financial statements for the year ended March 31,2018

ANNEXURE – 1

Significant Accounting Policies

1.1 Basis of Accounting

1.1.1 The financial statements have been prepared under the historical cost convention, in accordance with generally accepted accounting principles in India and the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to in Section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014.

1.1.2 The fundamental accounting assumptions relating to going concern, consistency and accrual have been followed.

1.1.3 Accounting concepts followed during the year are prudence ,substance over form and materiality.

1.1.4 Accounting Policies not specifically referred to otherwise be consistent and in consonance with Generally Accepted Accounting Principles consistently followed by the company.

1.1.5 Use of Estimates :The preparation and presentation of financial statements requires estimates and assumptions and/or revised estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known /materialised.

1.1.6 Exports Incentives are accounted for to the extent considered receivable by the management.

1.2 Fixed Assets and Depreciation

All Fixed Assets are stated at cost which comprises the cost price, levies, duties and other direct administrative expenses which have been incurred to bring the assets into intended use.

- a) The useful life of Fixed Assets have been revised in accordance with the Schedule II of the Companies Act 2013, which is applicable from the accounting period on or after 1st April 2014. Accordingly an additional depreciation has been reassessed on assets whose useful life has been reassessed as given in annexed annexure No.8 of Fixed Assets (which is subject to final reconciliation and adjustment if any).
- b) No amount has been written off in respect of leasehold land.

1.3 Inventories

- I) Finished Goods : is valued at cost or net realisable value whichever is lower
- II) FPS Licences are valued at the net realisable value which is estimated to realise.
- III) Raw Material and Packing Material are valued at cost (FIFO)

1.4 Gratuity

Provision has been made, for employees who have completed five years of employment are eligible for Gratuity payment

1.5 Exchange Rate Fluctuation

- a) Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.
- b) Current assets and Current Liabilities being monetary items in foreign currency remaining unsettled at the yearend are converted at the year end rates.

1.6 Earning per Share

The earning considered in ascertaining the company's earning per share comprises the net profit/(loss) for the period attributable to equity shareholders. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year.

1.7 Provision for Current & Deferred Tax

Provision for current income tax is made on the taxable income using the applicable tax rules and tax laws. Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods, is recognised using the tax rates and tax laws that have enacted or substantively enacted. Deferred tax assets are not recognised unless there is sufficient assurance with respect to reversal of the same in future years.

1.8 VAT claims are accounted for in the years in which VAT assessment is finalised by the Department.

1 . SHARE CAPITAL

		As at 31/03/2018	As at 31/03/2017
1.1	Classification		
a.	Authorised Share Capital 7500000 equity shares of Rs. 10 each	7,50,00,000.00	7,50,00,000.00
b.	Issued Capital 5515400 equity shares of Rs. 10 each	5,51,54,000.00	5,51,54,000.00
c.	Subscribed Capital 5392800 equity shares of Rs. 10 each	5,39,28,000.00	5,39,28,000.00
d.	Paid up Capital 5392800 equity shares of Rs. 10 each	5,39,28,000.00	5,39,28,000.00

1.2	Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company		
a.	R.S.Rooft Waki	728000 Shares 13.499%	728000 Shares 13.499%
b.	Shabana Rooft	692000 Shares 12.832%	692000 Shares 12.832%
c.	M. Nadeem Waki	404000 Shares 7.491%	404000 Shares 7.491%
d.	M.Adnan Waki	404000 Shares 7.491%	404000 Shares 7.491%

2. Reserves and surplus		
i. Surplus in the Statement of Profit & Loss		

Balance at the beginning of the year	-18,001,982.49	-18,949,881.84
Add:Profit of the year	1,884,945.29	947,899.35
	-16,117,037.20	-18,001,982.49
Less:Depreciation Adjustments as per Schedule II of the Companies Act	0.00	0.00
	-16,117,037.20	-18,001,982.49
3. Other Long Term Liabilities		
i. . Term Loans from Other Parties-PNB	183,612.00	447,356.00
Secured by Equitable Mortgage of Land & Building including Plant & Fixed Assets of the Company.		
	183,612.00	447,356.00
ii. Unsecured Loans (From Director)	1,560,000.00	1,560,000.00
	1,560,000.00	1,560,000.00
	1,743,612.00	2,007,356.00
4. Short Term Borrowings		
From Banks- PNB (C/C A/c)	10,969,489.57	3,749,401.57
PNB (P/C A/c)	9,627,273.00	10,942,273.00
Security-		
Primary-		
Secured against hypothecation of stock of Raw Material,Semi Finished and Finished Goods of Fashion and Safety Footwear Leather Soles and Shoe Uppers		
	20,596,762.57	14,691,674.57

5. Trade Payables			
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Ace Exports Ltd.												
8: Tangible Assets:	2017-18			2017-18			2017-18			2017-18		
	GROSS BLOCK			DEPRECIATION			NET BLOCK					
PARTICULARS	As on	Addition	Sales/	As on	For the	Sales/	Upto	As on	As on	As On	As On	
	1.04.2017		Adjust-	1.04.2017	year	Adjust-	31.03.2018	31.03.2018	31.03.2018	31.03.2017	31.03.2017	
			ment			ment						
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	
LAND	1,610,461.00	0.00	0.00	1,610,461.00	0.00	0.00	0.00	0.00	1,610,461.00	1,610,461.00	1,610,461.00	
BUILDING	17,136,647.82	1,209,085.75	0.00	18,345,733.57	452,773.03	0.00	8,508,465.58	9,837,267.99	9,837,267.99	9,080,955.27	9,080,955.27	
COMPUTER	300,982.00	48,828.94	0.00	349,810.94	43,211.60	0.00	219,066.74	130,744.20	130,744.20	125,126.86	125,126.86	
Vehicles	4,744,328.00	1,515,306.85	0.00	6,259,634.85	431,387.06	0.00	2,993,467.77	3,266,167.08	3,266,167.08	2,182,247.29	2,182,247.29	
Furniture & Fixture	1,197,456.88	99,164.60	0.00	1,296,621.48	75,230.23	0.00	803,558.75	493,062.73	493,062.73	469,128.36	469,128.36	
Air Condition	235,585.00	108,238.02	0.00	343,823.02	33,059.44	0.00	165,799.64	178,023.38	178,023.38	102,844.80	102,844.80	
Other Equipment	1,416,961.88	14,900.00	0.00	1,431,861.88	82,821.74	0.00	1,147,270.53	284,591.35	284,591.35	352,513.09	352,513.09	
Plant & Machinery	38,691,854.00	1,201,777.00	0.00	39,893,631.00	1,184,825.43	0.00	24,778,831.99	15,114,799.11	15,114,799.11	15,097,847.54	15,097,847.54	
Shoe Last	2,528,933.37	197,954.00	0.00	2,726,887.37	50,301.39	0.00	2,210,732.88	516,154.49	516,154.49	368,501.88	368,501.88	
Electrical Installation	662,604.75	68,053.00	0.00	730,657.75	47,860.58	0.00	456,844.56	273,813.19	273,813.19	253,620.77	253,620.77	
TOTAL	68,525,814.70	4,463,308.16	0.00	72,989,122.86	2,401,470.50	0.00	41,284,038.34	31,705,084.52	31,705,084.52	29,643,246.86	29,643,246.86	
PREVIOUS YEAR	65,727,788.57	2,798,026.13	0.00	68,525,814.70	2,446,004.97	0.00	38,882,567.84	29,643,246.86	29,643,246.86	29,291,225.70	29,291,225.70	

	Trade Payables for Goods & Services (Crs)	11,947,137.29	6,706,574.92
		11,947,137.29	6,706,574.92
6. Other current liabilities			
	i. TDS Payables	24,679.00	22,630.00
	ii. Advance From Customers	0.00	545,625.44
		24,679.00	568,255.44
7. Short Term Provisions			
		3,764,478.56	3,672,794.00
		3,764,478.56	3,672,794.00
9. Inventories			
	i. Raw Materials		
	Valued at Cost	9,969,156.00	10,042,916.00
	ii. Packing Materials		
	Valued at Cost	354,661.00	189,591.00
	iii. Finished Goods		
	Valued at Cost	20,089,660.00	15,729,218.00
	iv. Focus Products		
	Net Realisable Value		73,526.00
		30,413,477.00	26,035,251.00
10. Trade Receivable (Unsecured considered goods:)			
	i. Debts outstanding for over six months	0.00	0.00
	ii Other debts	9,424,449.81	2,429,282.00
		9,424,449.81	2,429,282.00
11. Cash and Bank Balances			
	i. Balance With Banks:		

	In current accounts.	1,499,836.50	1,170,556.00
	In fixed deposit accounts	238,500.00	157,000.00
ii.	Cash in Hand	47,122.63	44,919.22
		1,785,459.13	1,372,475.22
12. Short term Loans and Advances			
i.	Unsecured considered good		
	Other Advances	2,430,354.76	3,963,166.36
	TDS	8,807.00	9,251.00
	Security Deposits	120,000.00	120,000.00
		2,559,161.76	4,092,417.36
13. Revenue Form Operations			
	(a) Sale of products	122,879,736.88	116,638,950.60
	(b) sale of Import Licence	73526.00	0.00
	(c) Other operating revenues (Duty Drawback)	214,301.00	81,543.00
		123,167,563.88	116,720,493.60
	Less: Excise Duty	0.00	0.00
		123,167,563.88	116,720,493.60
14. Other Income			
	Interest Received on FDR	10,056.00	12,520.00
	Profit on Sale of Car	9115.00	0.00
	Petty Balances Written off	8.17	56.72
		19,179.17	12,576.72
15. Cost of Raw Material Consumed			
	Opening Stock	10,042,916.00	12,195,295.00
	Add:Purchases	81,715,331.06	75,044,130.54
		91,758,247.06	87,239,425.54

	Less:Closing Stock	9,969,156.00	10,042,916.00
		81,789,091.06	77,196,509.54
16. Purchase of Stock-in-Trade		0.00	0.00
		0.00	0.00

17. Changes in Inventories of Finished Goods, Work-In-Process & Stock-In-Trade		
A. Opening Stock		
Finished Goods	15,729,218.00	10,164,144.00
Work-In-Process	0.00	0.00
Focus Product	73526.00	0.00
Stock-In-Trade	0.00	0.00
	15,802,744.00	10,164,144.00
B. Closing Stock		
Finished Goods	20,089,660.00	15,729,218.00
Work-In-Process	0.00	0.00
Focus Product	0.00	73526.00
Stock-In-Trade	0.00	0.00
	20,089,660.00	15,802,744.00
Change in Inventories (A-B)	-4,286,916.00	-5,638,600.00
18. Employee Benefits Expenses		
Salaries & Bonus	6,346,491.00	6,245,436.00
Contribution to Gratuity & P.F.	643,453.32	751,337.00
Staff Welfare (ESI,Leave encashment & Staff Welfare	711,685.44	681,236.32
	7,701,629.76	7,678,009.32
19. Finance Costs		
Interest on C/C,P/C,& T/L	1,297,667.00	1,236,011.20
Bank Charges	103,928.07	195,807.18
Processing Charges	92,625.00	77,625.00
	1,494,220.07	1,509,443.38

20. Other Expenses		
Direct Expenses	16,332,069.00	16,447,104.00
Consumption of Stores and Spare Parts	1,089,013.53	410,372.75
Power & Fuel	2,386,254.97	2,331,323.00
Rent	895.00	865.00
Repairs to Building	303,018.31	231,338.00

Repairs to Machinery	1,221,234.38	1,196,377.50
Insurance	205,726.00	210,921.00
Rates & Taxes	45,401.00	31,624.00
Travelling Expenses	152,336.80	162,626.00
Foreign Travelling Expenses	269,310.00	307,047.04
Spoga Fair Exp.	248,940.00	315,244.76
Stock Exchange Expenses	131,625.00	583,333.00
Carriage Outward	1,003,203.25	668,184.51
Directors Remuneration	900,000.00	900,000.00
Quality Control	44,015.00	116,335.00
Packing Material Consumed	5,345,001.29	5,970,944.68
Miscellaneous Expenses	2,524,258.84	2,710,163.52
	32,202,302.37	32,593,803.76
Additional Information		
21. Miscellaneous Expenses		
Freight & Cartage Inward	231,783.00	213,765.50
Conveyance Expenses	102,115.00	97,017.00
Audit Fee	95,000.00	82,600.00
Advertisement	2,006.00	0.00
Fee & Subscription	59,418.02	140,281.00
Repair & Maintenance (Others)	230,207.44	333,353.00
Postage & Courier Charges	37,870.75	77,964.90
Printing & Stationery	167,950.60	166,166.37
Internal Audit Fee	27,000.00	27,000.00
Sampling Expenses	162,717.00	133,657.00
Telephone Expenses	7,368.00	5,478.00
Legal Expenses	141,880.00	133,763.00
Misc. Expenses	137,358.00	100,139.70
Mobile Phone Exp.	73,805.80	88,643.73
Sales Promotion	115,638.00	139,634.00
VAT Demand	0.00	123.00
Interest on VAT Demand	0.00	52.00
Interest On GST	4,984.00	0.00
Interest on TDS	0.00	29.00
Entertainment Exp.	60,736.00	59,632.44
Vehicle Running	779,904.68	743,843.20
Website Expenses	18,625.00	11,672.00
Computer Expenses	25,524.78	50,001.00
Round off	17.21	23.68
Fluctuation in Exchange Rates	30,037.56	67,627.00
Broad Band (Internet)	12,312.00	37,697.00
	2,524,258.84	2,710,163.52

22.1	CONTINGENT LIABILITIES:	31/03/2018	31/03/2017
	For bank Guarantee Given	2,38,500/-	1,57,000/-
22.2	Contingent Liabilities not provided for :		
	a) Claims against the Company not acknowledged as debt	NIL	NIL
	b) Demand for taxes and duties in respect of which Company has preferred appeal with appropriate authority		
	1) Income Tax	NIL	NIL

	2) Customs,Excise, Service Tax & Sales Tax	NIL	NIL
	c) Other Matters	NIL	NIL
23	In the opinion of the Board, on realisation the value of current Assets, Loans & Advances if realised,in ordinary course of business. Shall not be less than the amount at which they are stated in the Balance Sheet.		
24	Earning Per Share	31/03/2018	31/03/2017
	Particulars	Rs.	Rs.
	i. Numerator		
	Profit after tax	1884945.29	947899.35
	ii. Denominator		
	Weighted average number of equity shares(fully paid)	5,392,800	5,392,800
	iii. Earning per share (EPS)	0.3495	0.1757
	Basic & diluted (a/b)		
	Nominal Value of share	10/-	10/-
25	Accounting for Taxes on Income.		
	The Company has not accounted for deferred tax assets/liabilities on account of unabsorbed depreciation available under the Income Tax Act 1961(In View of past losses).		
26	The Company is primarily,a Leather Footwear manufacturing Company,Other activities do not contribute significantly to the company's business.Therefore there are no separate reportable segments as defined by AS-17 (Segmental Reporting) issued by the institute of Chartered Accountants of India.		
27	(I) Value of Imports calculated on		
	C.I.F. Basic		
	(a) Raw Materials		
	(b) Components & Spares Parts	1,194,716.00	669,784.00
		NIL	NIL
	(II) Earning in Foreign Currency		
	Export (at C.I.F.value)	4,704,797.36	979,478.28
28	Value of raw Materials,consumable stores Consumed - Indigenous :		
	(a) Raw Materials	81,789,091.06	77,196,509.54
29	Amount remitted during the year in Foreign Currency on account of Dividend	NIL	NIL
30	Expenditure in Foreign Currency on Foreign travel.	269310.00	307047.04
31	Total Outstanding dues to SME / Small Scale Industrial undertakings (SSI) could not be ascertained as the necessary information have not been received from the suppliers.		

32	As per the CIRCULAR CIR/MRD/DSA/05/2015 DATED April 17,2015 issued by SEBI, the exclusively listed companies which failed to obtain listing in any other nationwide stock exchange will cease to be a listed copmany and will be moved to the dissemination board by the existing stock exchange.Company was listed on U.P. Stock Exchange and Delhi Stock Exchange.But both the said Exchanges were De recognised by SEBI.For the above purpose SEBI allowed time line of eighteen months expiring 30th June,2017,within which such companies are required to obtain listing upon compliance with the listing requirements of the nation-wide stock exchange. The Company has made application for listing of its shares as Stock Exchange i.e. Metropolitan Stock Exchange of India Ltd. (MSEI) on 05/12/2016 and the approval of the same is awaited.
33	The figures of the previous year have been regrouped, reclassified and rearranged wherever considered necessary to make them comparable.
34	Significant Accounting Policies and Practices adopted by the company are disclosed in the statement annexed to these financial statement as annexure - 1

As per our Audit Report of even date attached hereto.
For AMIT MEHROTRA & ASSOCIATES
Chartered Accountants
FRN003597C

-sd-

For & on behalf of Board of Directors of
ACE EXPORTS LTD.

-sd-

-sd-

(AMIT MEHROTRA)
Proprietor
M.No.72704
Place:Kanpur
Dated:30/05/2018

(DIVYA SRIVASTAVA)
Company Secretary

(R.S.ROOFI WAKI)
Managing Director

(M.A.W.KHURRAM)
Director

ACE EXPORTS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2018
(Amount Rs.In Thousand)

CASH FLOW FROM OPERATING ACTIVITIES:	(2017-2018)		(2016-2017)	
Net Profit/Loss before tax & Extra ordinary Items		1884.94		947.89
Adjustment for:				
Depreciation	2401.47		2446.00	
Interest on Borrowings	1494.22	3895.69	1509.44	3955.44
Net Profit Before Change in Working Capital		5780.63		4903.33
Adjustment for Increase/Decrease in current Assets & Current liabilities:				
Inventories	-4378.22		-3332.65	
Provision for Expenses	0		0	
Trade recievable	-6995.16		6954.17	
Short term loans & Advances	1533.25		194.76	
Short term borrowing	5905.08		28.92	
Trade payable	5240.56		-5383.94	
Other current liabilities	-543.57		527.76	
Loss on sale of Fixex Assets	-		-	
Profit on sale of Fixed Assets	-		-	
Short term provision	91.68	853.62	549.88	-526.26
NET CASH USED IN OPERATING ACTIVITIES (A)		6634.25		4442.23
CASH FLOW FROM INVESTING ACTIVITIES:				
Sale of Fixed Assets	0		0	
Purchase of Fixed Assets	-4463.31		-2798.02	
Decresae in FDR	-81.50	4544.81	118.00	-2680.02
(B)		-4544.81		-2680.02
CASH FLOW FROM FINANCING ACTIVITIES:				
Issue of Shares	0		0	
Secured Loans	-263.74		-233.76	
Unsecured Loans	-		960.00	
Interest paid	-1494.22	-1757.96	-1509.44	-783.20
(C)		-1757.96		-783.20
Net Increase in cash (A+B+C)		331.48		979.01
Cash (Opening Balnce)		1215.47		236.46
Cash (Closing Balance)		1546.95		1215.47

The figure of Previous year have been re-grouped / reset whenever considered necessary to make them comparable with those of the current year.

For AMIT MEHROTRA & ASSOCIATES
Chartered Accountants
FRN003597C

-sd-

For & on behalf of Board of Directors of
ACE EXPORTS LTD.

-sd-

-sd-

(AMIT MEHROTRA)
Proprietor
M.No.72704
Place:Kanpur
Dt. 30 May 2018

(DIVYA SRIVASTAVA)
Company Secretary

(R.S.ROOFI WAKI)
Managing Director

(M.A.W.KHURRAM)
Director